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Nebraska Revised Statutes Sections 21-2601 to 21-2653 shall be known and may be cited as the Limited Liability Company Act.

Following are selected statutes from the Limited Liability Company Act.

Section 21-2602 Organization of company; purpose; deemed a syndicate; exceptions.

(1) A limited liability company may be organized pursuant to the Limited Liability Company Act for any lawful purpose other than for the purpose of being an insurer as described in section 44-102.

(2) A limited liability company organized pursuant to the act shall be deemed to be a syndicate for purposes of Article XII, section 8, of the Constitution of Nebraska, except that a limited liability company in which the members are members of a family, or a trust created for the benefit of a member of that family, related to one another within the fourth degree of kindred according to the rules of civil law, or their spouses, at least one of whom is a person residing on or actively engaged in the day-to-day labor and management of the farm or ranch, and none of whom are nonresident aliens, shall not be deemed to be a syndicate for purposes of Article XII, section 8, of the Constitution of Nebraska.

Section 21-2604 Name.

(1) The words limited liability company, ltd. liability company, or ltd. liability co., or the abbreviation L.L.C. or LLC, shall be the last words of the name of every limited liability company, and the limited liability company name may not:

(a) Contain a word or phrase which indicates or implies that it is organized for a purpose other than one or more of the purposes contained in its articles of organization; or

(b) Be the same as or deceptively similar to the name of a limited liability company or corporation existing under the laws of this state or a foreign limited liability company or corporation authorized to transact business in this state or a name the exclusive right to which is reserved in any manner provided under the laws of this state.

(2) Omission of the words or an abbreviation required by subsection (1) of this section in the use of the name of the limited liability company shall render any person who participates in the omission or who knowingly acquiesces in such omission liable for indebtedness, damage, or liability caused by the omission.

(3) Identification as a limited liability company in the manner required by subsection (1) of this section shall appear at the end of the name of the limited liability company on all correspondence, stationery, checks, invoices, and documents executed by the limited liability company.

Section 21-2605 Formation.

One or more persons may form a limited liability company by executing and delivering articles of organization in duplicate to the Secretary of State.

Section 21-2606 Articles of organization.

- (1) The articles of organization of a limited liability company shall set forth:
 - (a) The name of the limited liability company;
 - (b) The purpose for which the limited liability company is organized but, if the limited liability company provides a professional service, the articles of organization shall contain a statement of the profession to be practiced by the limited liability company;
 - (c) The address of its principal place of business in this state and the name and address of its registered agent in this state;
 - (d) The total amount of cash contributed to stated capital and a description and agreed value of property other than cash contributed;
 - (e) The total additional contributions agreed to be made by all members and the times at which or events upon the happening of which the contributions will be made;
 - (f) The right, if given, of the members to admit additional members and the terms and conditions of the admission; and
 - (g) If the limited liability company is to be managed by one or more managers, the names and addresses of the persons who will serve as managers until the successor is elected, or if the management of a limited liability company is reserved to the one or more classes of members, the names and addresses of such members.
- (2) The articles of organization of a limited liability company may set forth:
 - (a) The period of its duration, which may be perpetual. If the articles of organization do not state a period of duration, the limited liability company shall have perpetual existence; and
 - (b) Any other provision not inconsistent with law which the members elect to set out in the articles of organization for the regulation of the internal affairs of the limited liability company, including any provisions which are required or permitted to be set out in the operating agreement of the limited liability company.
- (3) It shall not be necessary to set out in the articles of organization any of the powers enumerated in the Limited Liability Company Act.

Section 21-2607 Filing of articles of organization and current registration certificate.

- (1) Duplicate originals of the articles of organization of a limited liability company shall be delivered to the Secretary of State along with the filing fees required by section 21-2634. If the limited liability company is organized to render a professional service, a current registration certificate as provided in sections 21-2631 to 21-2632 shall be delivered to the Secretary of State with such articles of organization and fees. If the Secretary of State finds that the articles of organization conform to law and, if applicable, a current registration certificate has been filed, the Secretary of State shall:
 - (a) Endorse on each of the duplicate originals the word filed and the month, day, and year of the filing thereof;
 - (b) File one of the duplicate originals and any registration certificate, if applicable, in his or her office; and
 - (c) Issue a certificate of organization to which he or she shall affix the other duplicate original.
- (2) The certificate of organization, together with a duplicate original of the articles of

organization affixed to it by the Secretary of State, shall be returned to the principal office of the limited liability company or to its representative.

Section 21-2608 Effect of issuance of certificate of organization.

(1) Upon the issuance of the certificate of organization, the limited liability company shall be considered organized unless a delayed effective date is stated in the articles of organization. The certificate of organization shall be conclusive evidence that all conditions precedent required to be performed by the members have been complied with and that the limited liability company has been legally organized pursuant to the Limited Liability Company Act except as against this state in a proceeding to cancel or revoke the certificate of organization or for involuntary dissolution of the limited liability company.

(2) A limited liability company shall not transact business or incur indebtedness, except business or indebtedness that is incidental to its organization or to obtaining subscriptions for or payment of contributions, until the Secretary of State has issued a certificate of organization or, if later, any delayed effective date of organization stated in the articles of organization.

Section 21-2609 Registered office and registered agent to be maintained.

A limited liability company shall have and continuously maintain in this state:

- (1) A registered office which may but need not be the same as its place of business; and
- (2) A registered agent having a business office identical with the registered office, which agent may be an individual resident in this state, a domestic corporation, or a foreign corporation authorized to transact business in this state.

21-2610. Change of registered office or registered agent.

(1) A limited liability company, whether foreign or domestic, may change its registered office or registered agent upon filing with the Secretary of State a statement setting forth:

- (a) The name of the limited liability company;
- (b) The address of its current registered office;
- (c) If the address of its registered office is to be changed, the new address;
- (d) The name of its current registered agent;
- (e) If its registered agent is to be changed, the name of the successor registered agent;
- (f) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical; and
- (g) That the change was authorized by an affirmative vote of a majority in interest of the members of the limited liability company or in any other manner authorized by the articles of organization.

(2) The statement shall be executed by an authorized representative of the limited liability company and delivered to the Secretary of State. If the Secretary of State finds that the statement conforms to the requirements of this section, he or she shall file the statement in his or her office, and upon filing, the change of address of the registered office or the appointment of a new registered agent shall be effective.

(3) A registered agent may resign as registered agent of a limited liability company upon filing a written notice, executed in duplicate, with the Secretary of State who shall mail a copy thereof to the limited liability company at its place of business if known to the Secretary of State, otherwise at its registered office. The appointment of the registered

agent shall terminate upon the expiration of thirty days after receipt of notice by the Secretary of State.

(4) If a registered agent changes the street address for his or her business office, he or she may change the street address of the registered office of any limited liability company for which he or she is the registered agent by notifying the limited liability company in writing of the change and signing, either manually or in facsimile, and delivering to the Secretary of State for filing a statement that complies with the requirements of subsection (1) of this section and recites that the limited liability company has been notified of the change.

Section 21-2622 Dissolution.

(1) A limited liability company shall be dissolved only upon the occurrence of the following:

- (a) The expiration of the period fixed, if any, for the duration of the limited liability company;
- (b) The unanimous written agreement of all members;
- (c) Any other event described in the articles of organization; or
- (d) The judicial dissolution of the limited liability company.

(2) On application by or for any member, the district court may decree the dissolution of a limited liability company whenever it is not reasonably practicable to carry on the business of such limited liability company in conformity with its articles of organization or its operating agreement.

Section 21-2623 Filing of statement of intent to dissolve.

(1) Following the occurrence of any of the events specified in section 21-2622 effecting the dissolution of the limited liability company, the limited liability company shall execute a statement of intent to dissolve in such form as prescribed by the Secretary of State.

(2) Duplicate originals of the statement of intent to dissolve shall be delivered to the Secretary of State. If the Secretary of State finds that the statement conforms to the requirements of this section and all fees and taxes have been paid, he or she shall:

- (a) Endorse on each of such duplicate originals the word filed and the month, day, and year of the filing thereof;
- (b) File one of the duplicate originals in his or her office; and
- (c) Return the other duplicate original to the limited liability company or its representative.

Section 21-2626 Articles of dissolution.

When all debts, liabilities, and obligations have been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets have been distributed to the members, articles of dissolution shall be executed in duplicate and verified by the person signing the statement. The statement shall set forth:

- (1) The name of the limited liability company;
- (2) That the Secretary of State has filed a statement of intent to dissolve the company and the date on which the statement was filed;
- (3) That all debts, liabilities, and obligations have been paid and discharged or that adequate provision has been made therefor;

- (4) That all the remaining property and assets have been distributed to the members in accordance with their respective rights and interests; and
- (5) That there are no suits pending against the limited liability company in any court or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

Section 21-2628 Amendment of articles of organization.

- (1) The articles of organization of a limited liability company shall be amended when:
 - (a) There is a change in the name of the limited liability company;
 - (b) There is a change in the purpose for which the limited liability company is organized;
 - (c) There is a change in stated capital that reduces the stated capital below the amount in the articles of organization;
 - (d) There is a change in the time, if any, stated in the articles of organization for the dissolution of the limited liability company;
 - (e) A time is fixed for the dissolution of the limited liability company if no time is specified in the articles of organization; or
 - (f) The members desire to make a change in any other statement in the articles of organization so the articles will accurately represent the agreement between the members.
- (2) The form for evidencing an amendment to the articles of organization of a limited liability company shall be prescribed by the Secretary of State and shall contain such terms and provisions as determined by the Secretary of State. The articles of organization may be amended upon the affirmative vote of a majority in interest of the members or in such other manner as is provided in the articles of organization. The amendment shall be executed by an authorized representative of the limited liability company. Duplicate originals of the amendment shall be forwarded to the Secretary of State for filing with the filing fee.

Section 21-2631 Professional service; license and registration certificate required; filing.

- (1) Each member, manager, employee, or agent of a limited liability company organized under the Limited Liability Company Act who renders a professional service shall hold a valid license or otherwise be duly authorized to render that professional service under the law of this state if such person renders a professional service within this state or under the law of the state, territory, or other jurisdiction in which such person renders the professional service.
- (2) Before rendering a professional service, the limited liability company shall (a)(i) file with the Secretary of State a registration certificate issued to the limited liability company by the regulatory body of the particular profession for which the limited liability company is organized to do business, which certificate sets forth the name and residence address of every member as of the last day of the month preceding the filing, and (ii) certify that all members, managers, and professional employees who are required by law to do so are duly licensed or otherwise authorized to perform the professional service for which the limited liability company is organized or (b) comply with and qualify under the procedures set forth in subsection (2) of section 21-2631.01.
- (3) The registration certificate requirements of this section and sections 21-2631.01 to 21-2632 shall apply to both domestic and foreign limited liability companies.

Section 21-2634 Fees.

The filing fee for all filings pursuant to the Limited Liability Company Act, including amendments, shall be ten dollars plus the recording fees set forth in subdivision (4) of section 33-101, except that the filing fee for filing a certificate of organization and for filing an application for a certificate of authority as a foreign limited liability company shall be one hundred dollars plus such recording fees and ten dollars for a certificate.

There shall be no recording fee collected for the filing of a biennial report or any corrections or amendments thereto. A fee of one dollar per page plus ten dollars per certificate shall be paid for a certified copy of any document on file pursuant to the act. The fees for filings pursuant to the act shall be paid to the Secretary of State and remitted by him or her to the State Treasurer. The State Treasurer shall credit two-thirds of the fees to the General Fund and one-third of the fees to the Corporation Cash Fund.

Section 21-2653 Notices; publication; filing.

Notice of organization, amendment, merger, consolidation, or statement of intent to dissolve must be published three successive weeks in some legal newspaper of general circulation near the registered office of the limited liability company. A notice of organization must show (1) the name of the limited liability company, (2) the address of the registered office, (3) the general nature of the business to be transacted, (4) the time of commencement and termination, if any, of the limited liability company, and (5) by what members or managers the affairs of the limited liability company are to be conducted. A brief resume of any amendment, merger, or consolidation of the limited liability company shall be published in the same manner and for the same period of time as notice of organization is required to be published. Whenever any limited liability company is voluntarily dissolved, notice of the dissolution thereof and the terms and conditions of such dissolution and the names of the persons who are to manage the company affairs and distribute its assets and their official titles, with a statement of assets and liabilities of the limited liability company, shall be published three successive weeks in some legal newspaper of general circulation within the county in which the registered office of the limited liability company is located. Proof of publication of any of the notices shall be filed in the office of the Secretary of State. In the event any notice required to be given pursuant to this section is not given, but is subsequently published for the required time, and proof of the publication thereof is filed in the office of the Secretary of State, the acts of the limited liability company prior to, as well as after, such publication shall be valid

21-2617.01. Biennial report; contents; dissolution of company; revocation of certificate; Secretary of State; powers; procedure; revival or restoration; when.

(1) A limited liability company and a foreign limited liability company authorized to transact business in the state shall file a biennial report in the office of the Secretary of State which contains:

(a) The name of the limited liability company and the state or other jurisdiction under whose laws the limited liability company or foreign limited liability company is formed; and

(b) The street address of the limited liability company's principal place of business in this state or, if the limited liability company does not have an office in this state, the name and street address of the company's agent for service of process.

(2) Commencing on January 1, 2007, a biennial report shall be filed between January 1 and April 1 of each odd-numbered year following the year in which a limited liability company files articles of organization or a foreign limited liability company becomes authorized to transact business in this state. A correction or amendment to a biennial report may be filed at any time.

(3) The Secretary of State may dissolve a limited liability company or revoke the certificate of authority to transact business of a foreign limited liability company that fails to file a biennial report when due or pay the required filing fee provided in section 21-2634. To do so, the Secretary of State shall provide the company at least sixty days' written notice of intent to dissolve or revoke. The notice shall be mailed to the company at its principal office or the office of the agent for service of process as set forth in the articles of organization, biennial report, or other filing designating the agent for service of process, whichever was most recently filed. The notice shall specify the biennial report that has not been filed, the fee that has not been paid, and the effective date of the dissolution or revocation. The dissolution or revocation is not effective if the biennial report is filed and the fee is paid before the effective date of the dissolution or revocation.

(4) Revival or restoration of the authority of a company dissolved or whose certificate of authority has been revoked pursuant to this section shall be accomplished as provided in section 21-2611, and upon completion of such requirements for revival or restoration, the revival or restoration shall relate back to the date of dissolution or revocation as if such dissolution or revocation had not occurred.